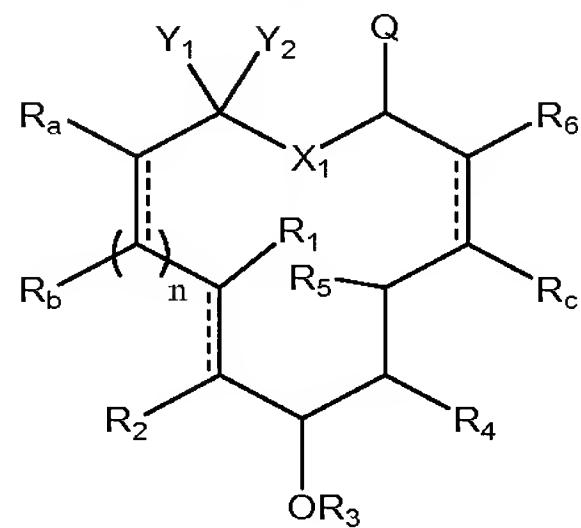


AMENDMENTS TO THE CLAIMS

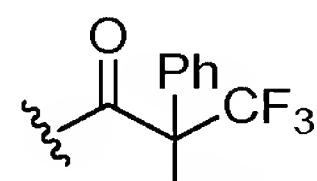
The following **Listing of Claims** will replace all prior versions, and listings of claims in the application.

1. **(CURRENTLY AMENDED)** A pharmaceutical composition comprising:
a pharmaceutically acceptable carrier, adjuvant or vehicle; and
a therapeutically effective amount of a compound having the structure:



(I)

or pharmaceutically acceptable salt thereof;
wherein **R₁** and **R₂** are each independently hydrogen or lower alkyl;
R₃ is hydrogen or lower alkyl, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or a prodrug moiety or an oxygen protecting group;



R₄ is **hydrogen**, halogen, -OR^{4A}, oxo, -OC(=O)R^{4A}, or -NR^{4A}R^{4B}; wherein R^{4A} and R^{4B} are independently hydrogen, lower alkyl or lower alkoxy; a nitrogen protecting group or an oxygen protecting group;

R₅ is hydrogen or lower alkyl;

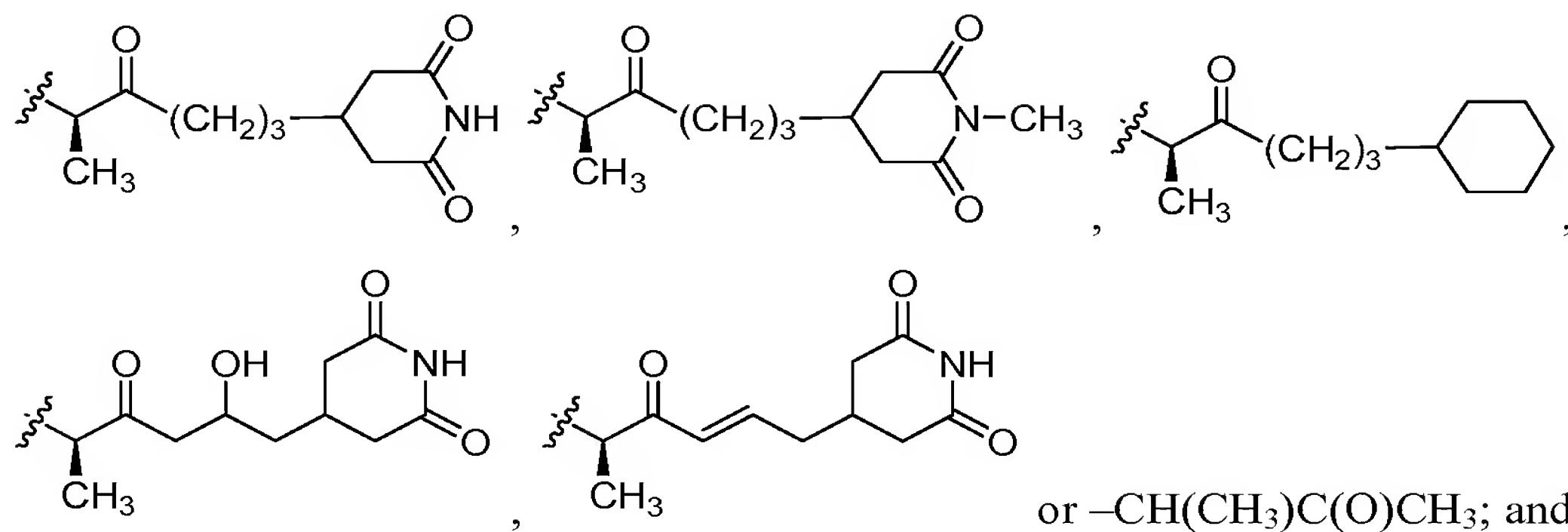
R₆ is hydrogen or lower alkyl;

R_a and each occurrence of **R_b** and **R_c** are independently hydrogen;

n is 3;

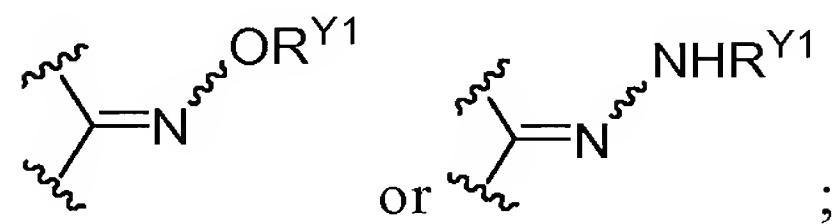
X₁ is O, NR^{X1} or CR^{X1}R^{X2}; wherein R^{X1} and R^{X2} are independently hydrogen;

Q is hydrogen, lower alkyl,



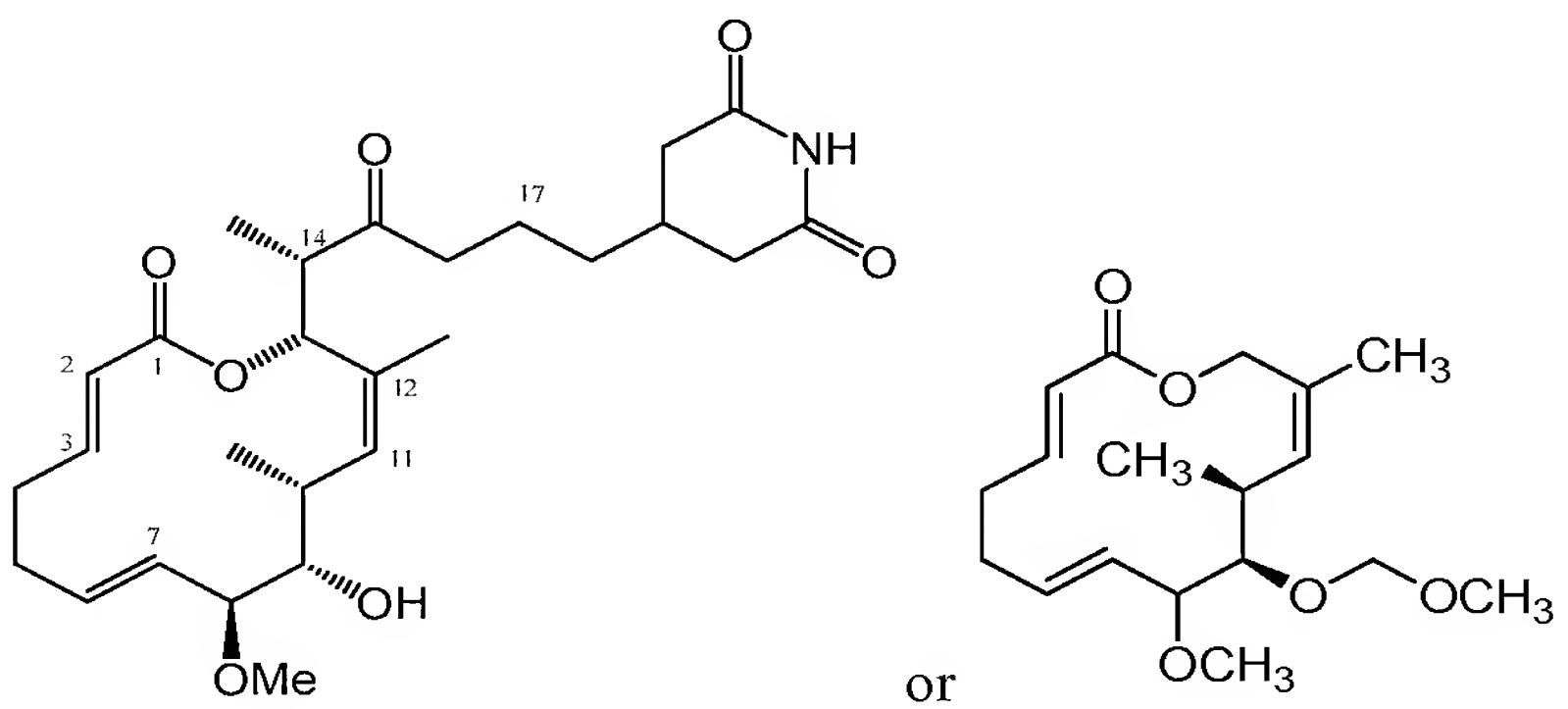
Y₁ and **Y₂** are independently hydrogen, lower alkyl, or CF₃; or WR^{Y₁}; wherein W is independently -O-, or -NR^{Y₂}, wherein each occurrence of R^{Y₁} and R^{Y₂} is independently hydrogen, or lower alkyl; or an aliphatic, heteroaliphatic, or Y₁ and Y₂ together with the carbon

atom to which they are attached form a moiety having the structure:



whereby the composition is formulated for administration to a subject at a dosage between about 0.1 mg/kg to about 50 mg/kg of body weight,

with the proviso that the compound does not have the following structure:



2. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 50 mg/kg of body weight.

3. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 40 mg/kg of body weight.

4. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 40 mg/kg of body weight.

5. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 30 mg/kg of body weight.

6. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 5 mg/kg to about 30 mg/kg of body weight.

7. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 30 mg/kg of body weight.

8. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 20 mg/kg of body weight.

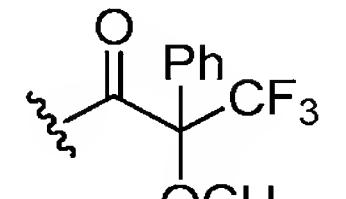
9. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 20 mg/kg of body weight.

10. (ORIGINAL) The composition of claim 1, wherein the dosage is 10 mg/kg or greater of body weight.

11. (CURRENTLY AMENDED) The composition of claim 1, wherein:

R₁ and **R₂** are each independently hydrogen or substituted or unsubstituted lower alkyl;

R₃ is hydrogen, or substituted or unsubstituted lower alkyl;



R₄ is hydrogen, halogen, -OR^{4A}, -OC(=O)R^{4A}, oxo, -OC(=O)R^{4A}, or -NR^{4A}R^{4B}; wherein R^{4A} and R^{4B} are independently hydrogen, or substituted or unsubstituted lower alkyl or lower alkoxy; a nitrogen protecting group or an oxygen protecting group;

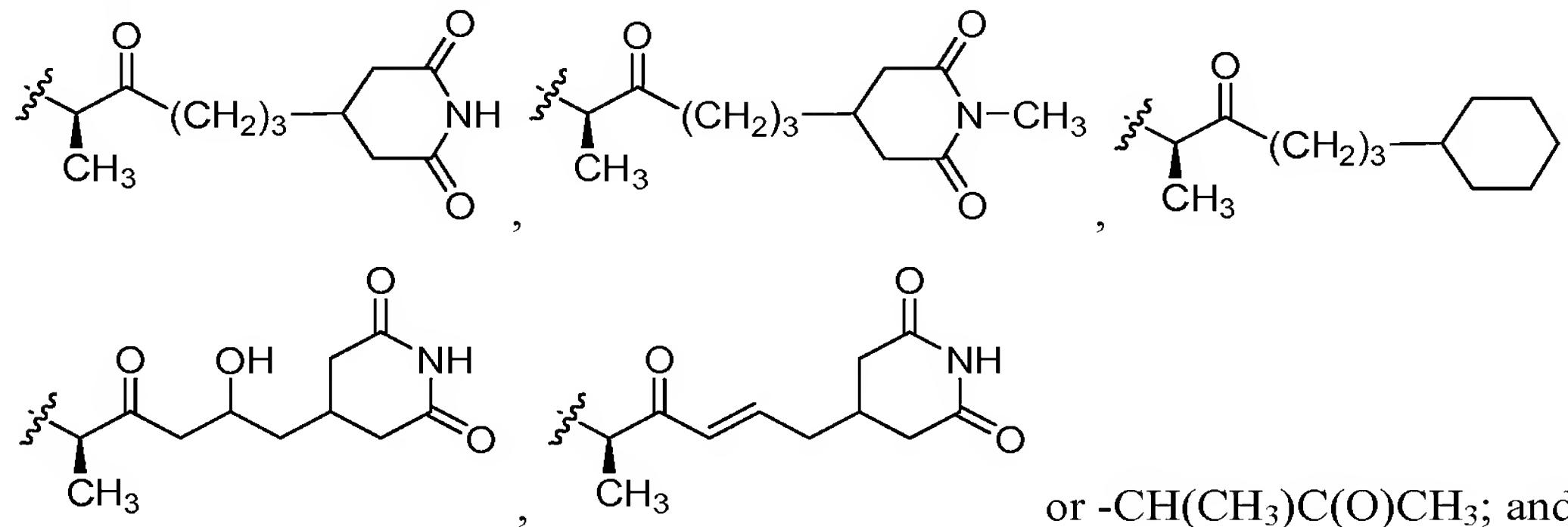
R₅ and **R₆** are each independently hydrogen or substituted or unsubstituted lower alkyl;

R_a and each occurrence of **R_b** and **R_c** are independently hydrogen;

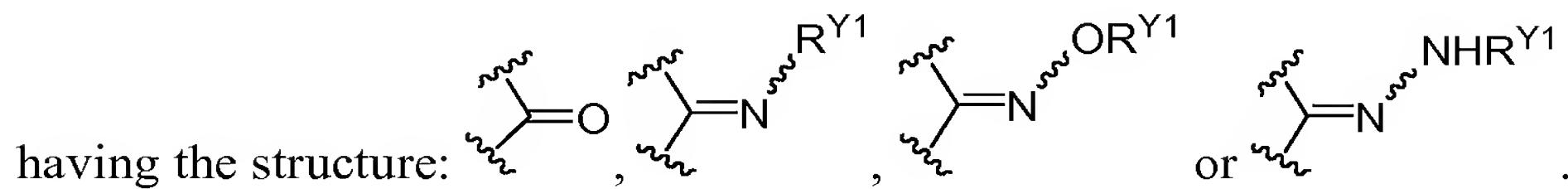
n is 3 ;

X₁ is O, NR^{X₁} or CR^{X₁}R^{X₂}; wherein R^{X₁} and R^{X₂} are independently hydrogen;

Q is hydrogen, lower alkyl,

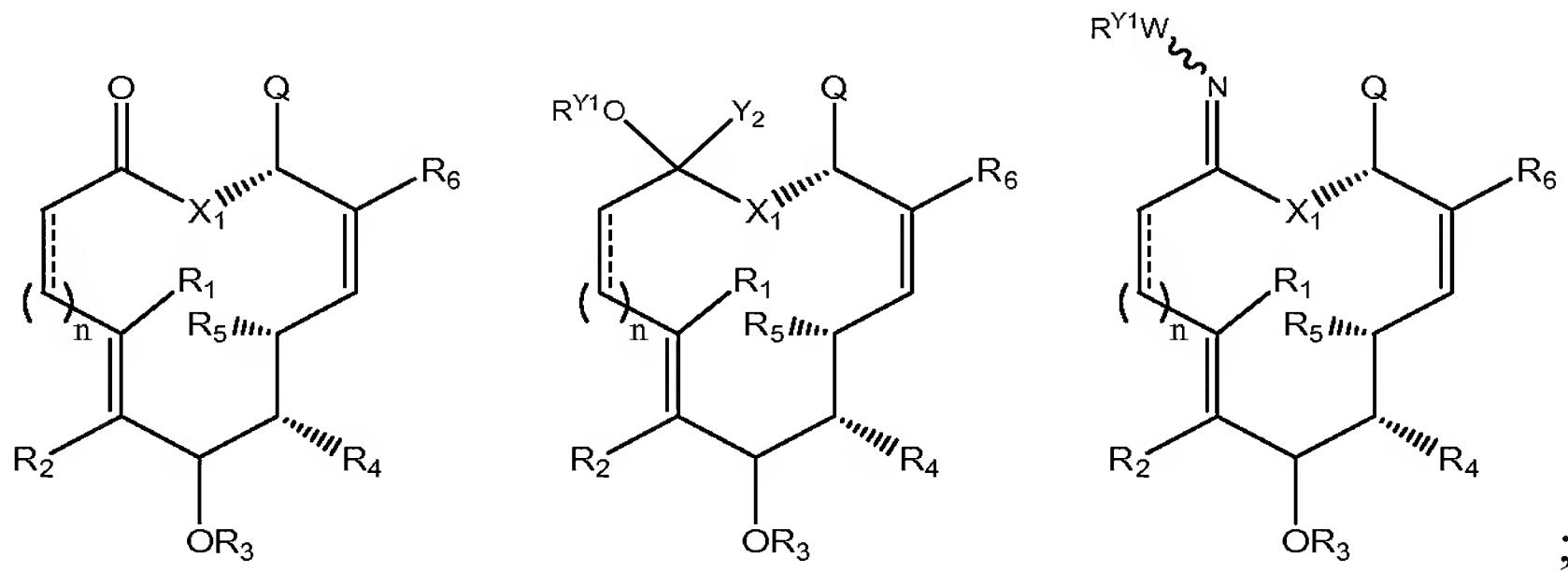


Y₁ and **Y₂** are independently hydrogen, lower alkyl, or CF₃; or WR^{Y₁}; wherein W is independently O, or NR^{Y₂}, wherein each occurrence of R^{Y₁} and R^{Y₂} is independently hydrogen, or an alkyl, or **Y₁** and **Y₂** together with the carbon atom to which they are attached form a moiety



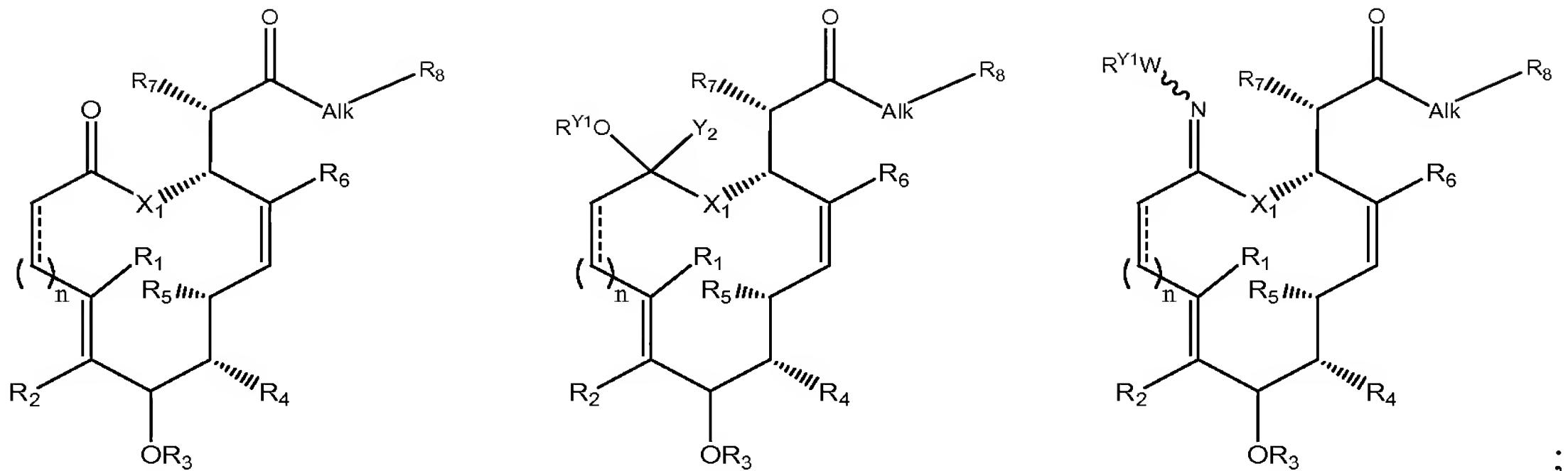
having the structure:

12. **(CURRENTLY AMENDED)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, and the compound has one of the following structures:



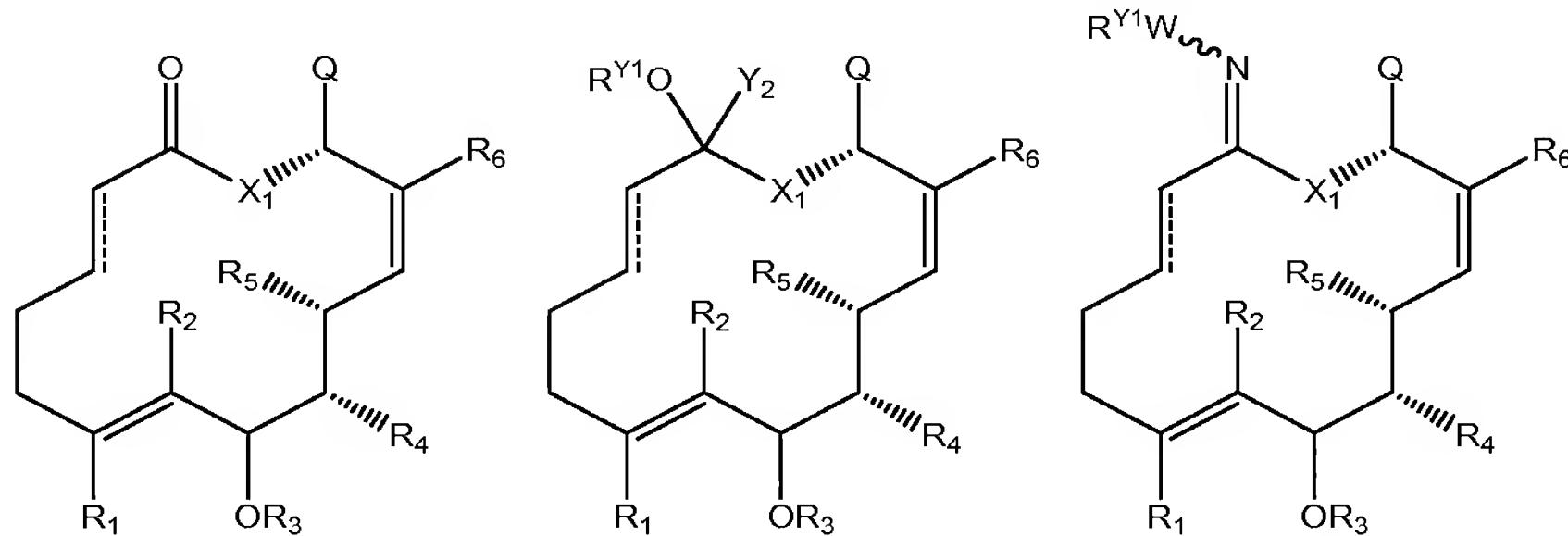
wherein R₁-R₆, Y₂, X₁, n and Q are as defined in claim 1; W is O or NH; and R^{Y₁} is hydrogen, **or** an aliphatic moiety, **or** a heteroaliphatic moiety.

13. **(CURRENTLY AMENDED)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, Q is a carbonyl-containing moiety and the compound has one of the following structures:



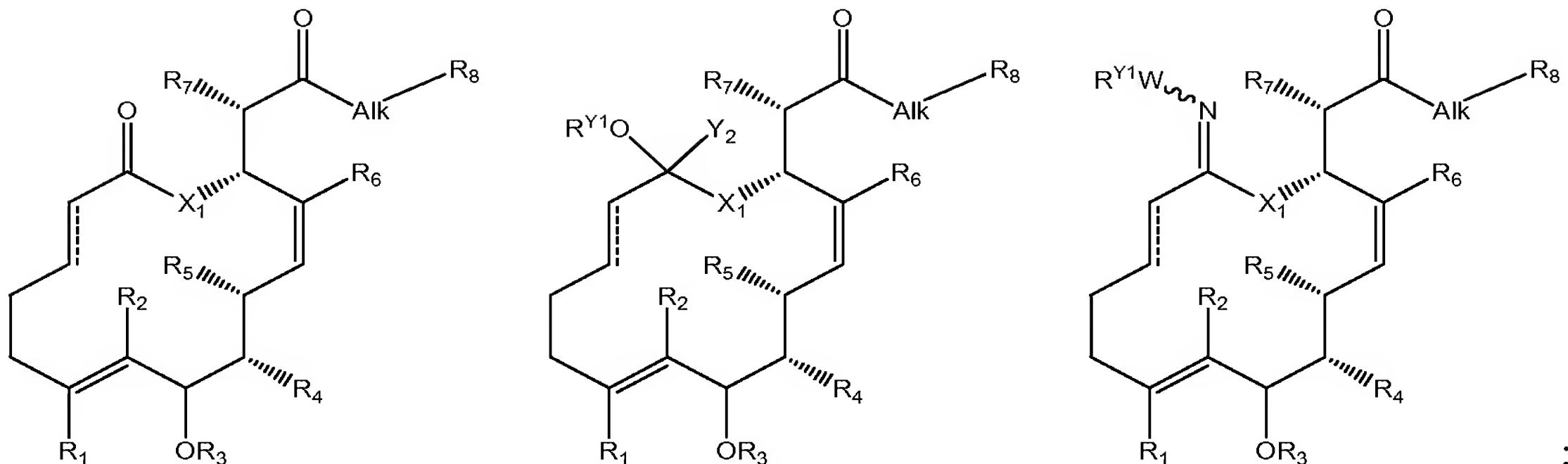
wherein R₁-R₆, Y₂, X₁, and n are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic; R₇ is a substituted or unsubstituted lower alkyl or heteroalkyl moiety; R₈ is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl; and Alk is a substituted or unsubstituted C₀₋₆ alkylenyl or a C₀₋₆ alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O, or NR^{Z1}, wherein R^{Z1} is independently hydrogen or alkyl.

14. **(CURRENTLY AMENDED)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, n is 3 and the compound has one of the following structures:



wherein R₁-R₆, Y₂, Q and X₁ are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, or an aliphatic moiety, or a heteroaliphatic moiety.

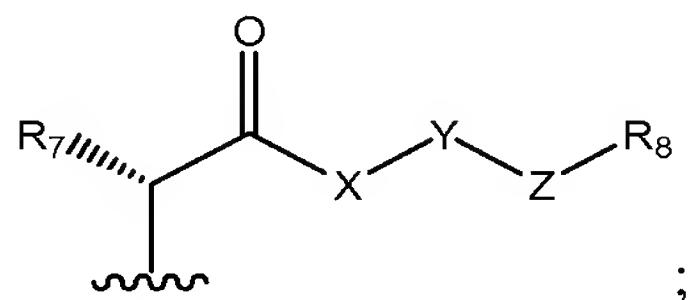
15. **(CURRENTLY AMENDED)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, n is 3, Q is a carbonyl-containing moiety, and the compound has one of the following structures:



wherein R₁-R₆, X₁ and Y₂ are as defined in claim 1; W is O or NH; R^{Y¹} is hydrogen, ~~or~~
an aliphatic moiety, ~~or~~ a heteroaliphatic moiety, R₇ is a substituted or unsubstituted lower alkyl
or heteroalkyl moiety; R₈ is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl,
heterocycloalkyl; and Alk is a substituted or unsubstituted C₀₋₆ alkylenyl or C₀₋₆ alkenylenyl
chain wherein up to two non-adjacent methylene units are independently optionally replaced by
CO, O, NR^{Z¹}, wherein R^{Z¹} is independently hydrogen, or alkyl, ~~and R₈ is a substituted or
unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl.~~

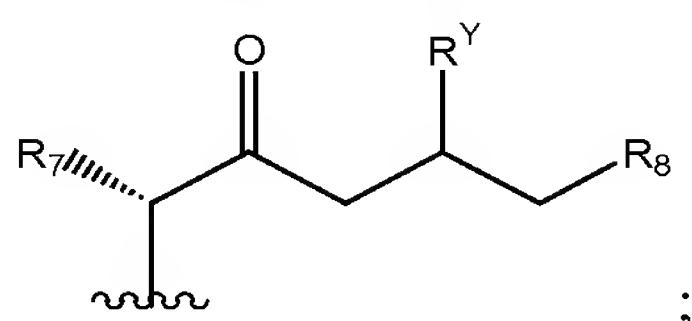
16. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R₁ and R₂ are each hydrogen.
17. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R₅ and R₆ are each methyl.
18. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R₃ is lower alkyl.
19. **(ORIGINAL)** The composition of claim 18, wherein R₃ is methyl.
20. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R₄ is OH, NH₂ or halogen.
21. **(ORIGINAL)** The composition of claim 13 or 15, wherein R₇ is lower alkyl.
22. **(ORIGINAL)** The composition of claim 21, wherein R₇ is methyl.

23. **(CURRENTLY AMENDED)** The composition of claim 1, wherein Q has the structure:



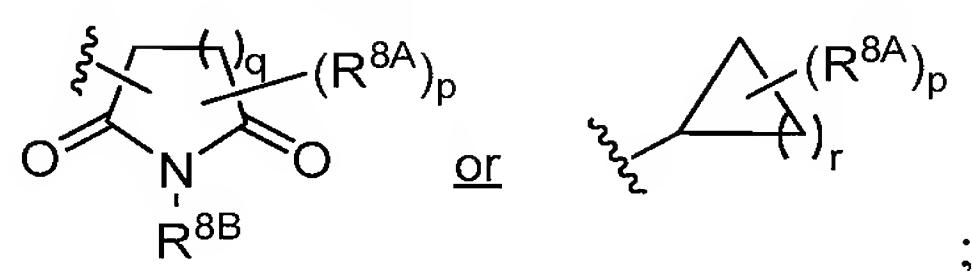
wherein R₇ is a substituted or unsubstituted, or a lower alkyl moiety; R₈ is a substituted or unsubstituted carbocyclic, or heterocyclic moiety; and X, Y and Z are independently a bond, -O-, -C(=O)-, -NR^{Z1}-, -CHOR^{Z1}, or a substituted or unsubstituted C₀₋₆ alkylene or C₀₋₆ alkenylene wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O, or NR^{Z1}~~and each occurrence of, wherein~~ R^{Z1} is hydrogen or alkyl; and pharmaceutically acceptable derivatives thereof.

24. **(CURRENTLY AMENDED)** The composition of claim 23, wherein Q has the structure:



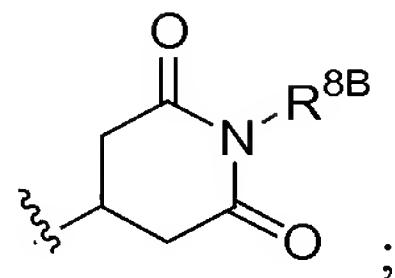
wherein R₇ is a substituted or unsubstituted lower alkyl moiety; R₈ is a substituted or unsubstituted carbocyclic moiety, or a heterocyclic moiety; and R^Y is hydrogen, -OR^{Y1}; wherein R^{Y1} is hydrogen, alkyl, or heteroalkyl.

25. **(CURRENTLY AMENDED)** The composition of claim 13, wherein R₈ is one of:



wherein p is an integer from 0 to 5; q is 1 or 2, r is an integer from 1 to 6; each occurrence of R^{8A} is independently hydrogen, and each occurrence of R^{8B} is independently hydrogen or lower alkyl.

26. **(ORIGINAL)** The composition of claim 25, wherein R₈ has the structure:



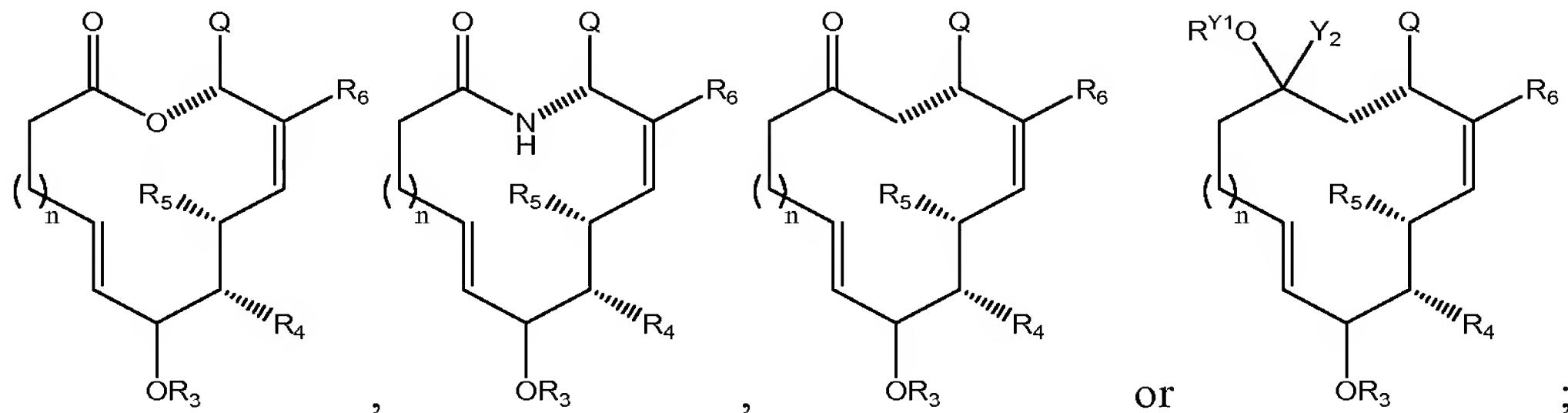
wherein R^{8B} is hydrogen or lower alkyl.

27. **(PREVIOUSLY PRESENTED)** The composition of claim 1 wherein n is 3.

28. **(PREVIOUSLY PRESENTED)** The composition of claim 12 wherein Y₁ is OR^{Y1} and Y₂ is lower alkyl; wherein R^{Y1} is hydrogen or lower alkyl.

29. **(ORIGINAL)** The composition of claim 28, wherein Y₁ is OH and Y₂ is CF₃.

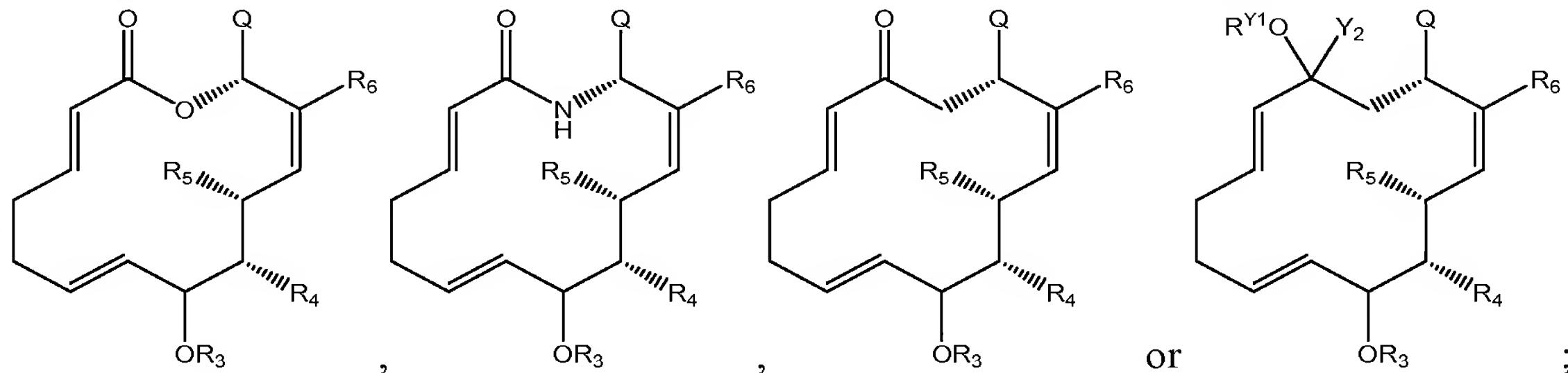
30. **(ORIGINAL)** The composition of claim 11 wherein R_a, R_b and R_c are each hydrogen, and the compound has one of the structures:



or pharmaceutically acceptable derivative thereof;

wherein R₃-R₆, n and Q are as defined in claim 1; and Y₂ and R^{Y1} are independently hydrogen or lower alkyl.

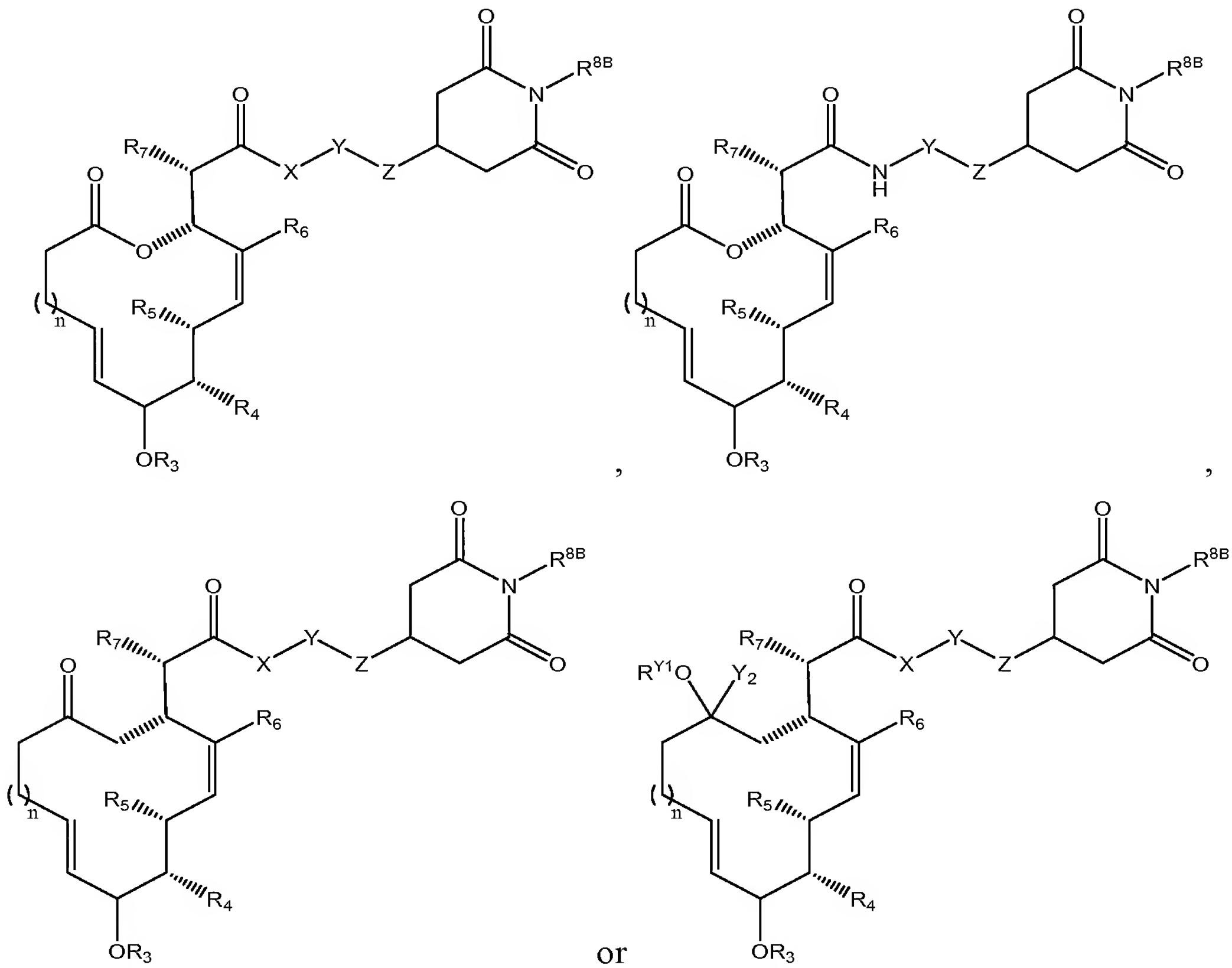
31. **(ORIGINAL)** The composition of claim 1 wherein the compound has the structure:



or pharmaceutically acceptable derivative thereof;

wherein R₃-R₆ and Q are as defined in claim 11; and Y₂ and R^{Y1} are independently hydrogen or lower alkyl.

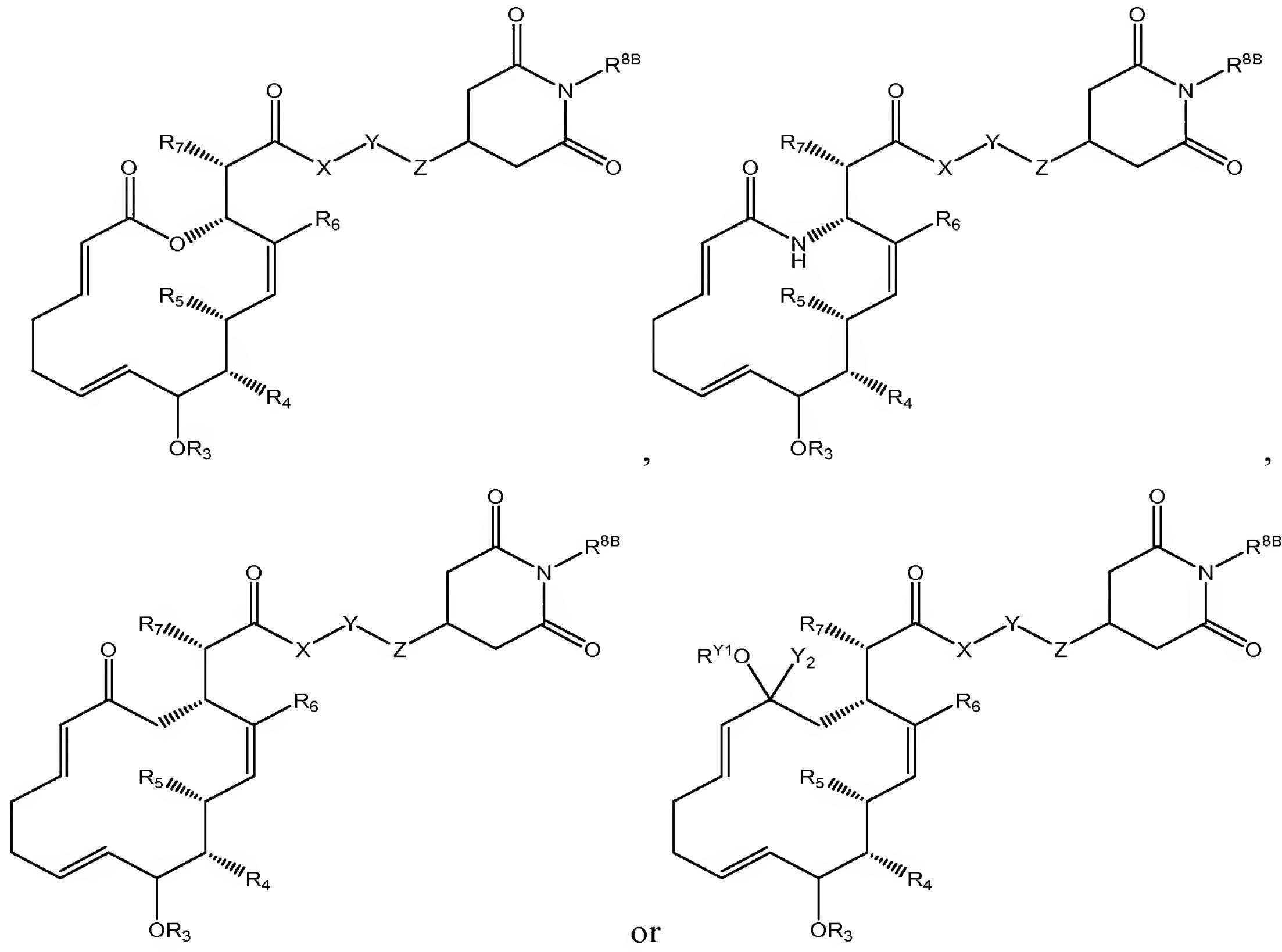
32. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



or pharmaceutically acceptable derivative thereof;

wherein R₃-R₆ and n are as defined in claim 11; Y₂ and R^{Y1} are independently hydrogen or lower alkyl; R₇ is a substituted or unsubstituted lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and X, Y and Z are independently a bond, -O-, -C(=O)-, -NR^{Z1}-, -CHOR^{Z1}; or a substituted or unsubstituted C₀₋₆ alkylenyl or C₀₋₆ alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O, or NR^{Z1}; and R^{Z1} is hydrogen, or alkyl.

33. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:

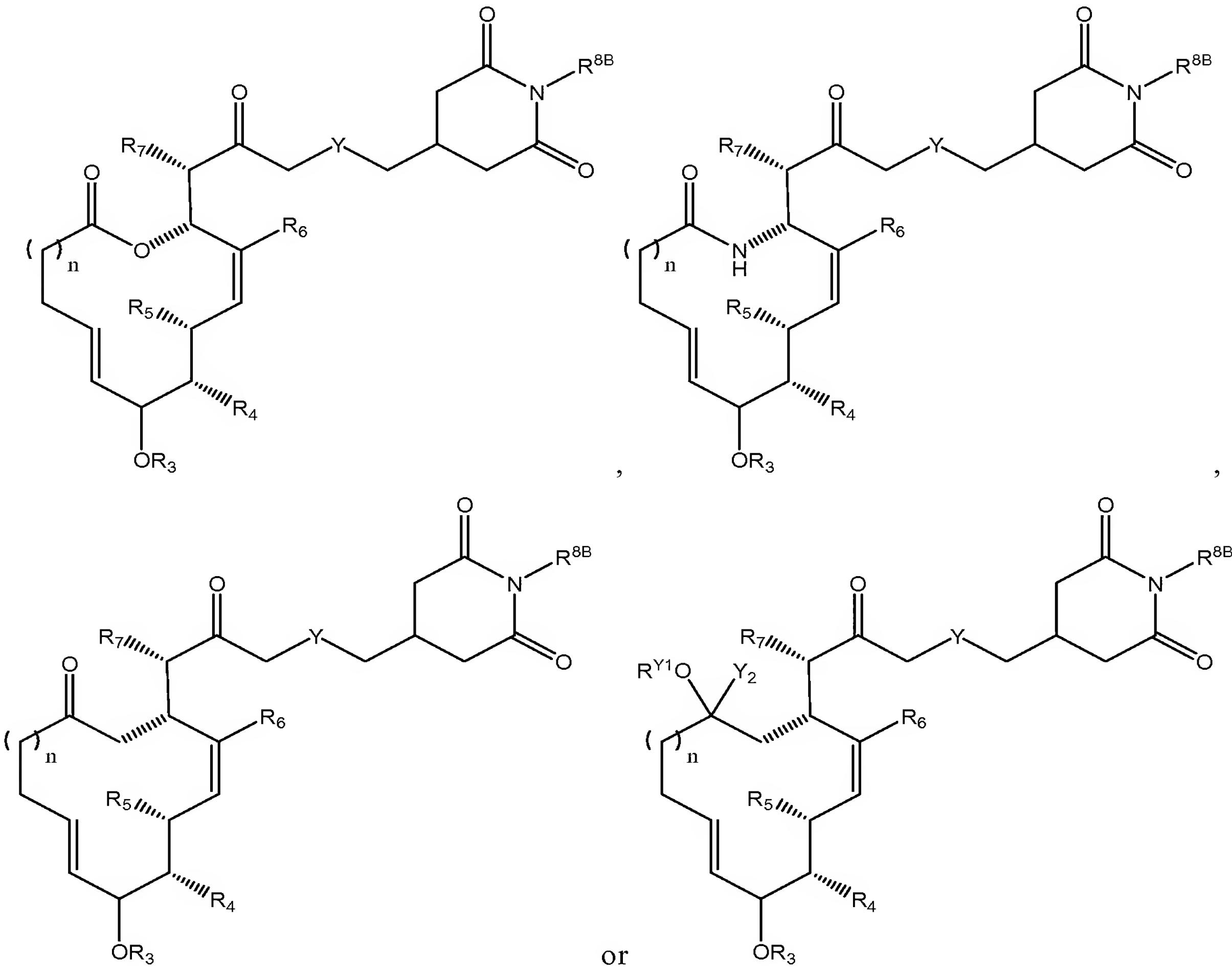


or pharmaceutically acceptable derivative thereof;

wherein R_3 - R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and X , Y and Z are independently a bond, $-\text{O}-$, $-\text{C}(=\text{O})-$, $-\text{NR}^{Z1}$, or $-\text{CHOR}^{Z1}$; or a substituted or unsubstituted C_{0-6} alkylenyl or C_{0-6} alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO , O , or NR^{Z1} ; and R^{Z1} is hydrogen or alkyl.

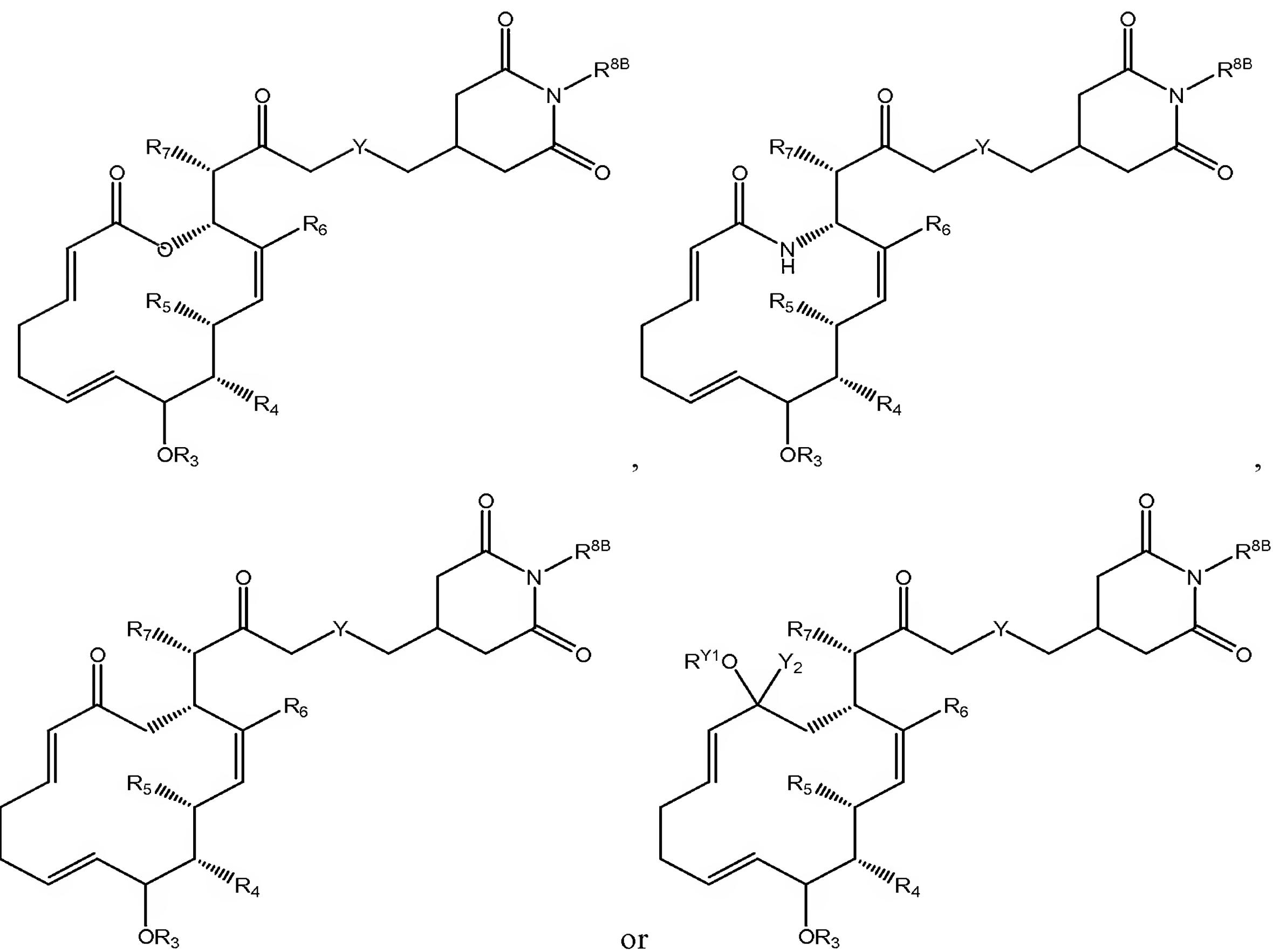
34. (PREVIOUSLY PRESENTED) The composition of claim 32 or 33, wherein $-\text{X}-\text{Y}-\text{Z}$ together represents the moiety $-\text{CH}_2-\text{Y}-\text{CH}_2$; wherein Y is $-\text{CHOR}^{Y1}$ or C=O ; and R^{Y1} and R^{Y2} are independently hydrogen or alkyl.

35. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



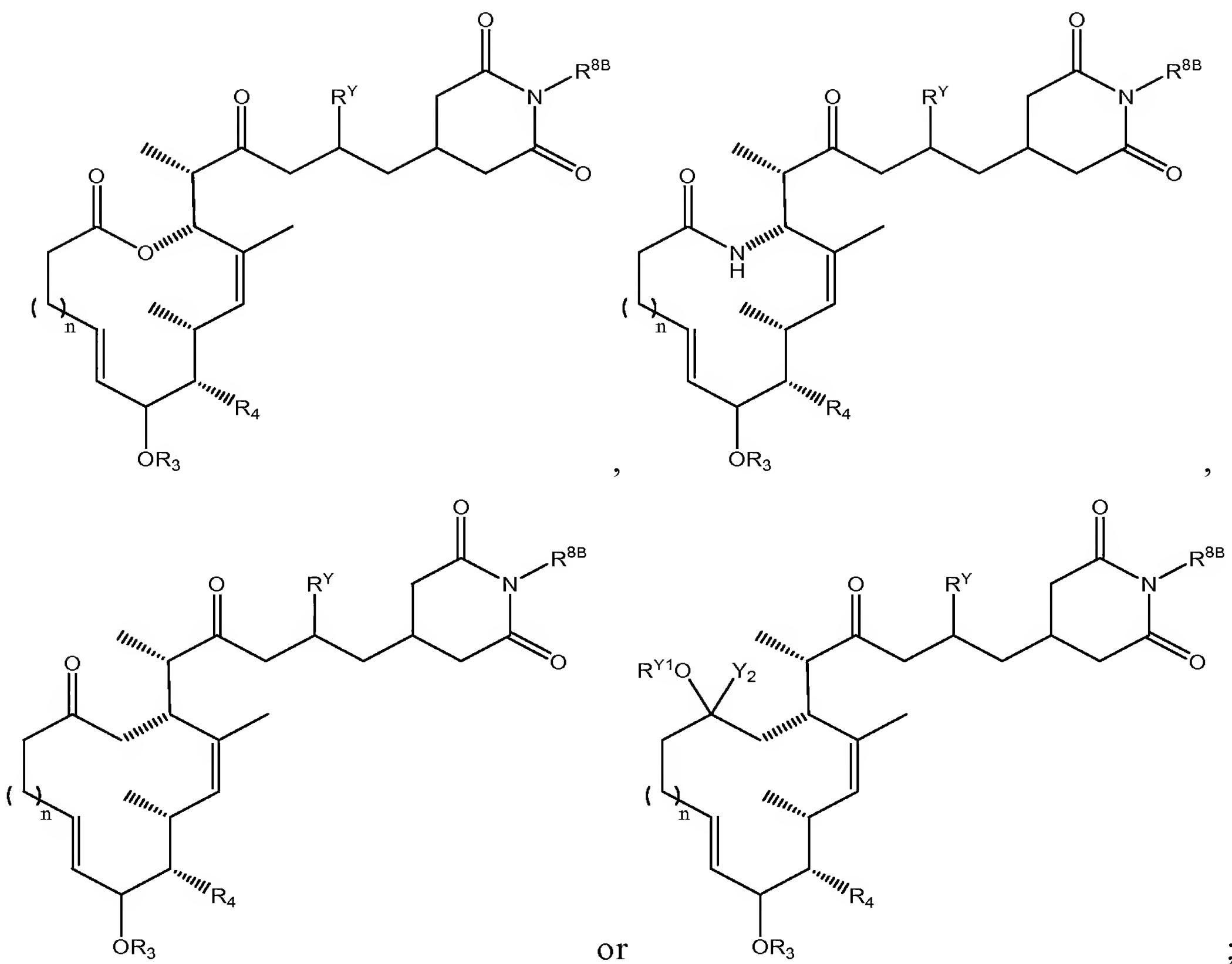
wherein R₃-R₆ and n are as defined in claim 11; Y₂ and R^{Y1} are independently hydrogen or lower alkyl; R₇ is a substituted or unsubstituted, lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and Y is -CHOR^{Y1}, or C=O, and R^{Y1} is hydrogen, alkyl, or heteroalkyl.

36. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



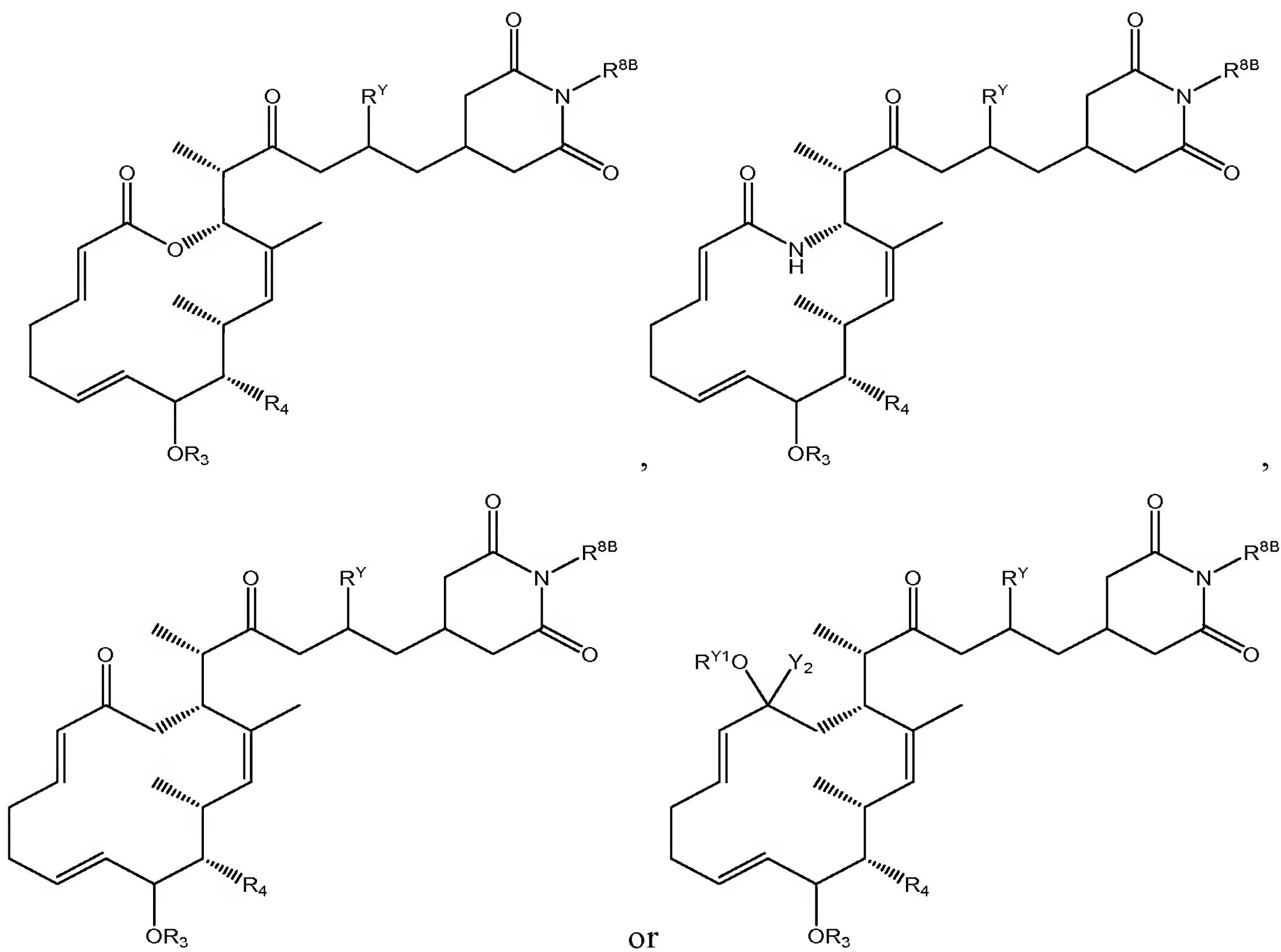
wherein R₃-R₆ are as defined in claim 11; Y₂ and R^{Y₁} are independently hydrogen or lower alkyl; R₇ is a substituted or unsubstituted, lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and Y is -CHOR^{Y₁}, or C=O; and R^{Y₁} is hydrogen, alkyl, or heteroalkyl.

37. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



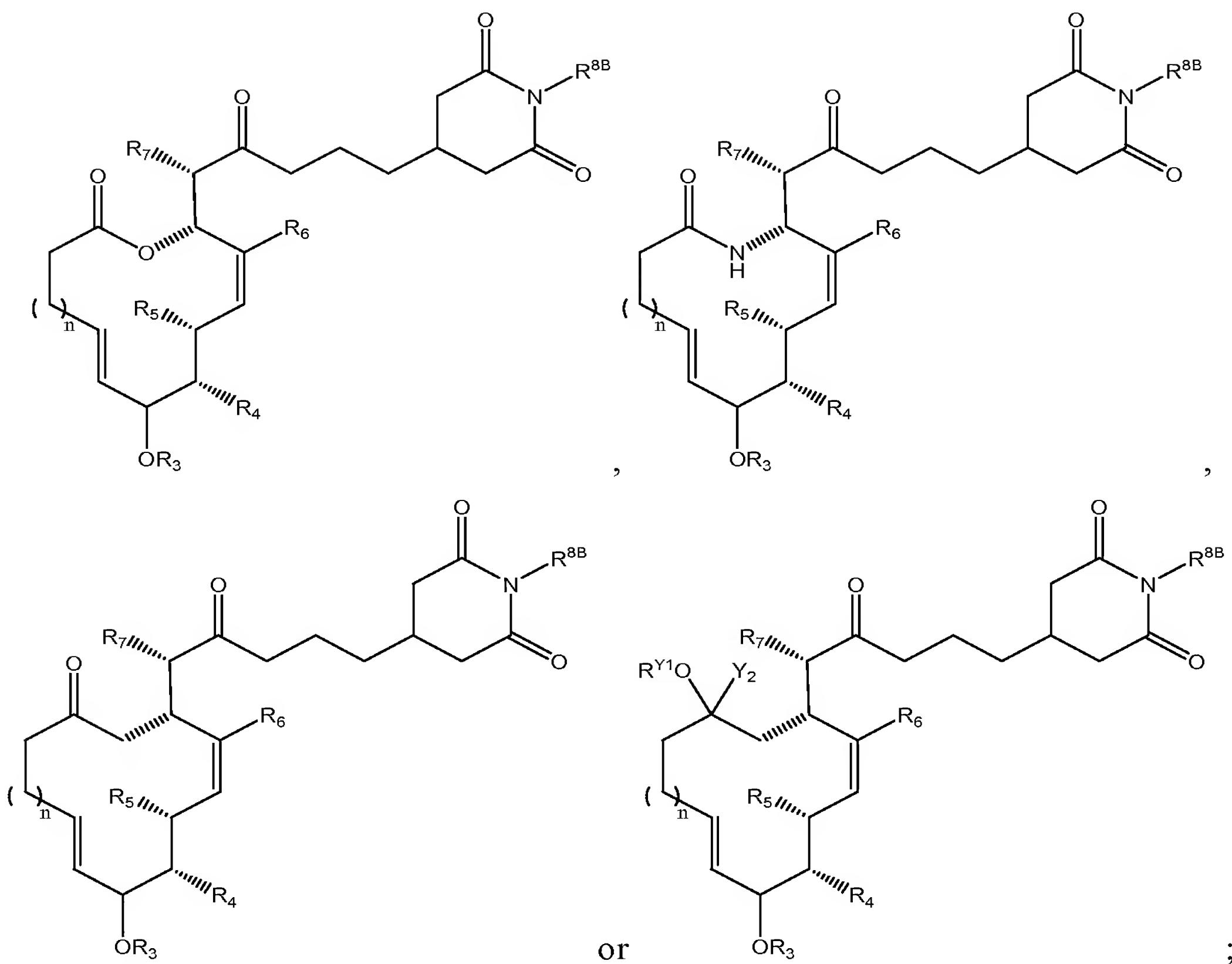
wherein n, R₃ and R₄ are as defined in claim 11; Y₂ and R^{Y₁} are independently hydrogen or lower alkyl; R^{8B} is hydrogen or lower alkyl; and R^Y is hydrogen, or -OR^{Y₁}; wherein R^{Y₁} is hydrogen, alkyl, or heteroalkyl.

38. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



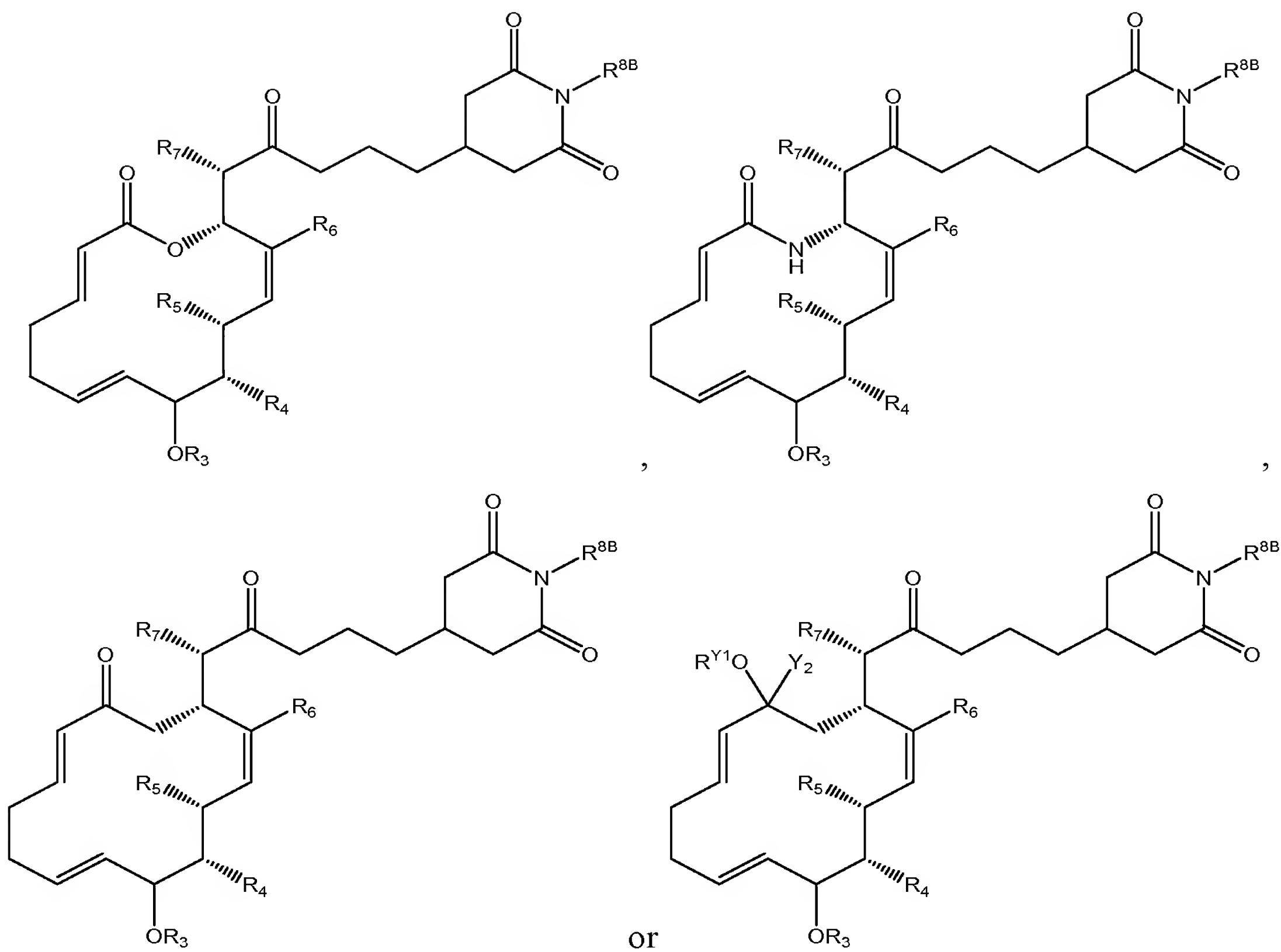
wherein R_3 and R_4 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R^{8B} is hydrogen or lower alkyl; and R^Y is hydrogen, or $-OR^{Y1}$; wherein R^{Y1} is hydrogen, alkyl, or heteroalkyl.

39. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



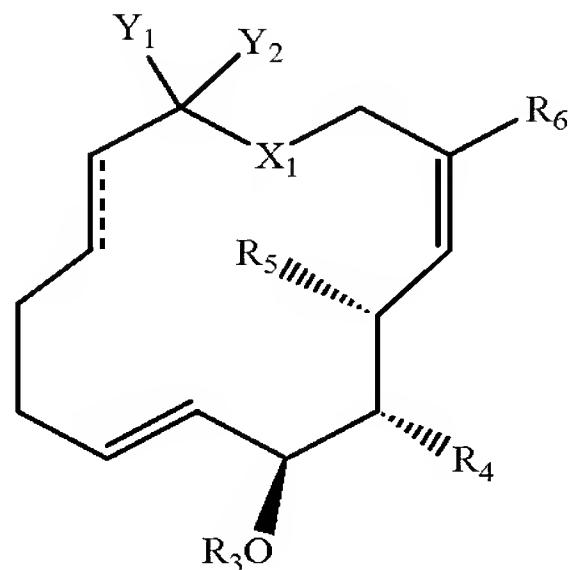
wherein R₃-R₆ and n are as defined in claim 11; Y₂ and R^{Y1} are independently hydrogen or lower alkyl; R₇ is a substituted or unsubstituted, lower alkyl moiety; and R^{8B} is hydrogen or lower alkyl.

40. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



wherein R₃-R₆ are as defined in claim 11; Y₂ and R^{Y₁} are independently hydrogen or lower alkyl; R₇ is a substituted or unsubstituted, lower alkyl moiety; and R^{8B} is hydrogen or lower alkyl.

41. (CURRENTLY AMENDED) The composition of claim 11 wherein the compound has the following structure:



or a pharmaceutically acceptable salt thereof;

wherein X₁ is CH₂, NH or O;

Y_1 and Y_2 are independently OH, $C(R^{Y1})_3$ or Y_1 and Y_2 taken together with the carbon atom to which they are attached are $-C=O$, wherein R^{Y1} is halo;

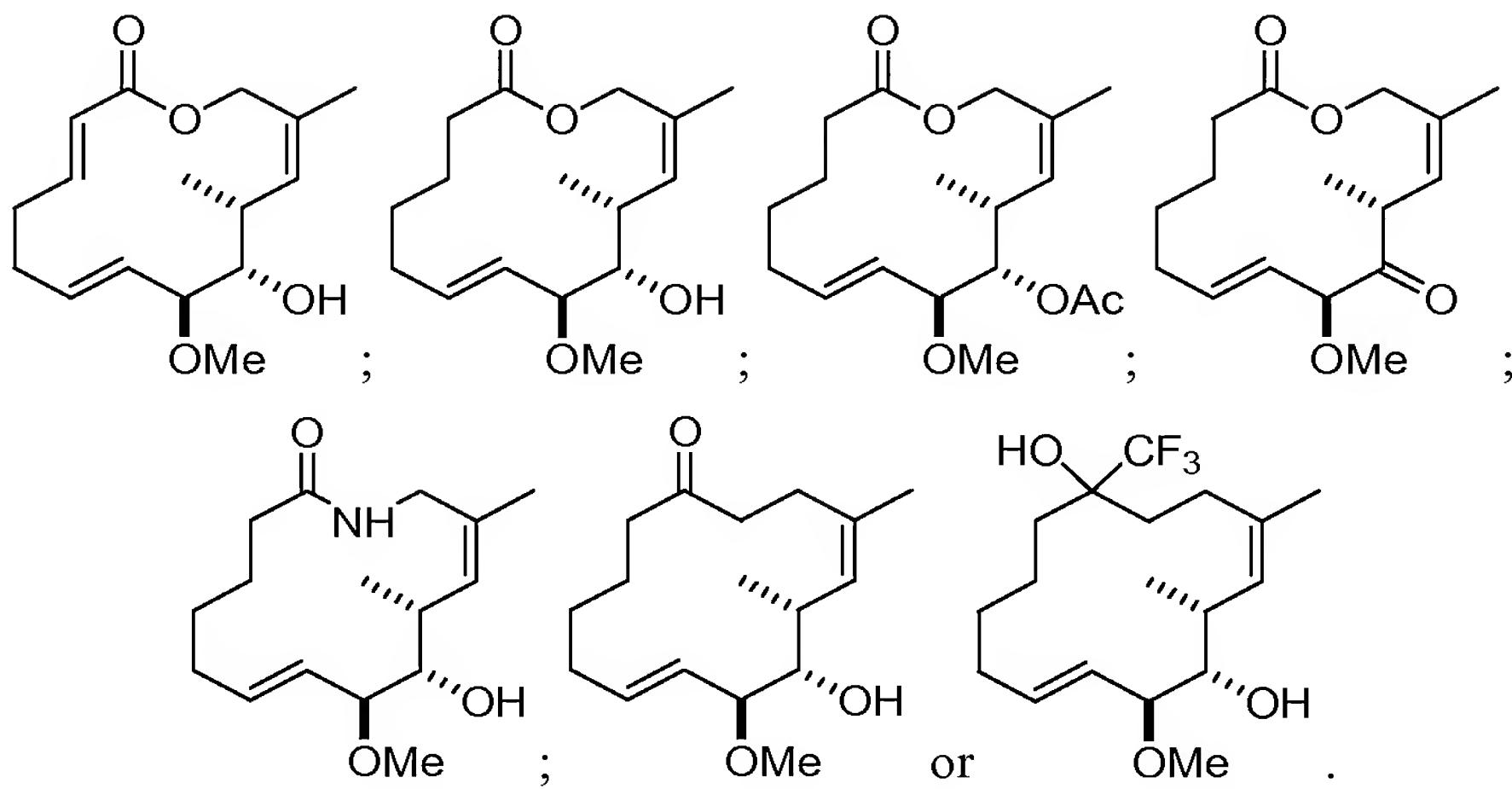
R_6 is H or lower alkyl;

R_5 is H or lower alkyl;

R_4 is OH, **OAc or oxo**; and

R_3 is alkyl.

42. (ORIGINAL) The composition of claim 41 wherein the compound has one of the following structures:



Claims 43 and 44 (CANCELED).

45. (ORIGINAL) The composition of claim 1, further comprising a cytotoxic agent.

46. (ORIGINAL) The composition of claim 45, wherein the cytotoxic agent is an anticancer agent.

47. (ORIGINAL) The composition of claim 1, further comprising a palliative agent.

Claims 48-62 (CANCELED).